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INTELLIGENT BEAUTY, LLC

IN THE UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

BARE ESCENTUALS BEAUTY, INC.,

Plaintiff,

v.

INTELLIGENT BEAUTY, LLC,

and

DOES 1-12,

Defendants.

Case No. 03:09-cv-00382 (CRB) (JCS)

**STIPULATION AND [PROPOSED]
ORDER REGARDING PRIVILEGE
LOG ENTRIES FOR COUNSEL**

STIPULATION

This Stipulation is entered into by Plaintiff BARE ESCENTUALS BEAUTY, INC. (“Plaintiff”) and Defendant INTELLIGENT BEAUTY, INC. (“Defendant”).

WHEREAS, the parties are engaged in discovery and have each served Requests for Production of Documents on the other party;

WHEREAS, each party is preparing a privilege log for all documents withheld from its production due to privilege;

WHEREAS, the parties each have a significant number of documents within their possession, custody, or control that reflect communications directly from a party to its in-house counsel and/or outside counsel or vice versa, after the filing of this lawsuit on January 27, 2009, and discuss the litigation at issue;

WHEREAS, the parties agree that any communications sent directly from a party to its in-house counsel and/or outside counsel or vice versa, after the filing of this lawsuit on January 27, 2009, that discuss the litigation at issue, are subject to the attorney-client privilege, so long as the communications were primarily to or from counsel and not merely copied to counsel and so long as the privilege is not otherwise waived; and

WHEREAS the parties, cognizant of the Court’s Standing Order regarding Privilege logs believe that this arrangement would be fair and would also significantly reduce unnecessary burdens and therefore join together to request this Court’s dispensation;

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1 NOW, THEREFORE, Plaintiff and Defendant hereby jointly seek an Order of this Court that
 2 any document reflecting communications directly from a party to its in-house counsel and/or outside
 3 counsel or vice versa, after the filing of this lawsuit on January 27, 2009, and discuss the litigation at
 4 issue need not be individually logged in that party's privilege log.

5 **IT IS SO STIPULATED.**

6
 7 Dated: December 9, 2009

WINSTON & STRAWN LLP

8
 9 /s/

10 Andrew P. Bridges
 11 Jennifer A. Golinveaux
 12 K. Joon Oh
 13 J. Caleb Donaldson
 14 Attorney for Plaintiff
 15 BARE ESCENTUALS BEAUTY, INC.

16
 17 Dated: December 9, 2009

BRYAN CAVE LLP

18
 19 /s/

20 Marcy Bergman
 21 Keith D. Klein
 22 Stephanie A. Blazewicz
 23 Attorney for Defendant
 24 INTELLIGENT BEAUTY, LLC

25 Pursuant to General Order 45.X.B, J. Caleb Donaldson attests that he has obtained the
 26 concurrence of Stephanie A. Blazewicz for the filing of this document.

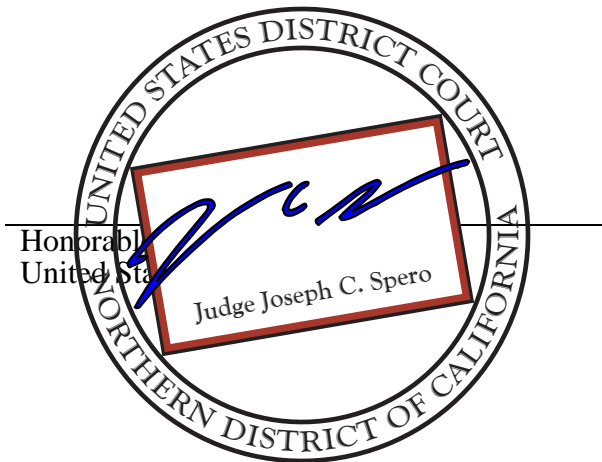
27
 28 /s/

J. Caleb Donaldson

[PROPOSED] ORDER

PURSUANT TO STIPULATION IT IS SO ORDERED.

Dated: 12/11, 2009



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